

## **EXHIBIT “5”**

**FILED**

APR 11 2006

IN THE CIRCUIT COURT OF THE SECOND JUDICIAL DISTRICT  
OF HINDS COUNTY, MISSISSIPPI

BARBARA DUNN, CIRCUIT CLERK  
BY S. Williams D.C.

SOUTHTRUST BANK, a corporation

PLAINTIFF

V.

CIVIL ACTION NO. 2003-14

LEXTRON CORPORATION, a corporation, et al.

DEFENDANTS

**ORDER DENYING SOUTHTRUST BANK'S MOTION  
FOR LEAVE TO FILE SECOND AMENDED COMPLAINT**

THIS MATTER is before the Court on the motion of SouthTrust Bank ("SouthTrust"), seeking leave to file a Second Amended Complaint for the purpose of adding as party defendants certain employees of Delphi Corporation; Delphi Automotive Systems USA, LLC; and Delphi Automotive Systems, LLC, together with its divisions, Delphi Packard, Delphi Packard Electric Systems, Delphi Energy & Chassis Systems, and Delphi Safety and Interior Systems (collectively, "Delphi")—specifically, Jonathan R. Stegner, R. David Nelson, Martha Everett, Sidney Johnson and Greg Naylor (collectively, "the Delphi Employees"). Having considered the written submissions of the parties, the arguments of counsel at hearing, and applicable law, the Court finds as follows:

1. SouthTrust seeks individual liability against the Delphi Employees based solely on alleged acts they performed in their representative capacity and in the course and scope of their employment with Delphi. No allegations in the proposed Second Amended Complaint indicates any basis for liability against the Delphi Employees in their individual capacity.

2. SouthTrust's claims against Delphi are subject to the automatic stay afforded Delphi as a result of its Chapter 11 bankruptcy filing on October 8, 2005. The bankruptcy automatic stay afforded Delphi also applies to the Delphi Employees.

3. SouthTrust's request for leave to file a Second Amended Complaint at this stage of the litigation is too late and is, therefore, untimely. Such request, if granted, would be prejudicial. *Harris v. Mississippi State University*, 873 So.2d 970 (Miss. 2004).

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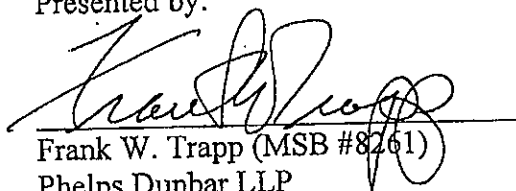
4. Based on the findings above, SouthTrust's request for leave to file a Second Amended Complaint should be denied.

IT IS, THEREFORE, HEREBY ORDERED that SouthTrust Bank's Motion for Leave to File Second Amended Complaint is denied.

SO ORDERED, this 7th day of April, 2006.

  
CIRCUIT COURT JUDGE

Presented by:

  
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**ATTEST A TRUE COPY**

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**BARBARA DUNN, CIRCUIT CLERK**  
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